

GROB MATTHEW S
Form 4
May 22, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GROB MATTHEW S

(Last) (First) (Middle)
5775 MOREHOUSE DR.
(Street)

SAN DIEGO, CA 92121-1714

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
QUALCOMM INC/DE [QCOM]

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP & Chief Technology Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/20/2013 | | M | | 5,160.6665 | A | \$ 0 |
| Common Stock | 05/20/2013 | | F | | 2,693 | D | \$ 66.1 |
| Common Stock | 05/20/2013 | | M | | 11,024.5972 | A | \$ 0 |
| Common Stock | 05/20/2013 | | F | | 5,753 | D | \$ 66.1 |
| Common Stock | 05/20/2013 | | M | | 4,700 | A | \$ 34.99 |

I by Trust (1)

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------|-----|---|------------------------|
| Common Stock | 05/20/2013 | S ⁽²⁾ | 4,700 | D | \$ 66.33 | 0 | I | by Trust <u>(1)</u> |
| Common Stock | 05/20/2013 | M | 600 | A | \$ 37.99 | 600 | I | by Trust <u>(1)</u> |
| Common Stock | 05/20/2013 | S ⁽²⁾ | 600 | D | \$ 66.33 | 0 | I | by Trust <u>(1)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------------------------|--|-----------------|--|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | |
| Non-Qualified Stock Option (right to buy) | \$ 34.99 | 05/20/2013 | | M | | 4,700 | <u>(3)</u> | 10/23/2018 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 37.99 | 05/20/2013 | | M | | 600 | <u>(4)</u> | 10/26/2016 | Common Stock |
| Restricted Stock Unit | \$ 1 | 05/20/2013 | | M | | 10,723.7484 <u>(5)</u> | <u>(6)</u> | 05/20/2020 | Common Stock |
| Restricted Stock Unit | \$ 1 | 05/20/2013 | | M | | 4,820.9655 <u>(5)</u> | <u>(7)</u> | 05/20/2021 | Common Stock |
| Restricted Stock Unit | \$ 1 | 05/20/2013 | | M | | 640.5498 | <u>(8)</u> | <u>(8)</u> | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GROB MATTHEW S
5775 MOREHOUSE DR.
SAN DIEGO, CA 92121-1714

EVP & Chief Technology Officer

Signatures

By: Noreen E. Burns, Attorney-in-Fact For: Matthew S. Grob

05/22/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Securities held by Matthew Grob and Dawn Grob Trustees for the Matthew and Dawn Grob Trust dtd. 8/26/1999.
- (2) The transaction was conducted under a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.
- (3) The options vest 10% on the six month anniversary of the date of grant and the remaining balance vests monthly thereafter. The option is fully vested five years after the date of grant.
- (4) The options vest 10% on the six month anniversary of the date of grant and the remaining balance vests monthly thereafter, adjusted for any previously exercised options prior to becoming an affiliate. The option is fully vested five years after the date of grant.
- (5) Amount includes dividend equivalents earned on vested restricted stock units.
- (6) These shares are represented by restricted stock units. The units vest 100% on the third anniversary of the date of grant. Upon vesting, the restricted stock units will be paid out in whole shares of common stock.
- (7) These shares are represented by restricted stock units. The units vest annually over three years. Upon vesting, the restricted stock units will be paid out in whole shares of common stock.
- (8) These dividend equivalents vest the same as the underlying restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.